

A

COMPANIES FORM No. 363

**Annual return
of a company****363**

Pursuant to sections 363 and 364 of the Companies Act 1985

Note The appropriate fee should accompany this form

Please do not
write in
this margin

To the Registrar of Companies

For official use

Company number

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1 713 437

Please complete
legibly, preferably
in black type, or
bold block lettering

Annual return of (note 1)

* ROADCHEF HOLDINGS LIMITED

* Insert full name
of company

The information in this return is as at

15TH DAY OF DECEMBER

19 89

t. (The date of this return note 1)

Address of registered office of the company

IMPERIAL CHAMBERS, 41/47 LONGSMITH STREET,

GLOUCESTER

Postcode

GL1 2HJ.

Total amount of indebtedness of the company
in respect of mortgages and charges
(note 2).

£ 12,510,808

If different from the
registered office, state
address where the register
of members or any register
of debenture holders or
any duplicate or part of any
register of debentures is
kept or may be inspected.

Register of members

Register of debenture holders

Particulars of the secretary

Name (notes 3 and 4) RAYMOND EDWARD HILL

Previous name(s) (note 3) NONE

Address (notes 4 and 5) 43A CURBRIDGE ROAD, WITNEY,
OXON

Postcode

OX8 7JX

‡ only pages 1 and 2
need be completed
in the case of a
company without
share capital

We certify this return which comprises pages 1, 2, [3, 4, 5 and 6]‡ [plus 5 NONE continuation sheets]

§ enter number of
continuation sheets
attached

Signed

Director, and

Secretary

PRINTED AND SUPPLIED BY

JordansJORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6CE
TELEPHONE 01 253 3030
TELEX 251010Presenter's name address and
reference (if any):For official Use
General Section

COMPANIES HOUSE

2 - FEB 1990

M

28

£20 - Bar
0371SS

Particulars of the director(s) of the company (notes 6 and 7)

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold blocklettering* delete if
inappropriate.
Enter particulars
of other director-
ships held or
previously held.
If this space is
insufficient use a
continuation sheet

Name (note 3) CYRIL NORMAN AYDON		Business Occupation COMPANY DIRECTOR	
Previous name(s) (note 3) NONE		Nationality BRITISH	
Address (note 5) THE MURROES, MOOR LANE, SOUTH NEWINGTON,		Date of birth (note 9) _____	
BANBURY, OXON.			
	Postcode OX15 4JQ		
Other relevant past or present directorships* (note 8)			
SEE ATTACHED SCHEDULE			

Name (note 3) TIMOTHY INGRAM HILL		Business Occupation COMPANY DIRECTOR	
Previous name(s) (note 3) NONE		Nationality BRITISH	
Address (note 5) MONKS HOLLOW, ALTON PRIORS,		Date of birth (note 9) _____	
MARLBOROUGH, WILTS.			
	Postcode SN8 4JX		
Other relevant past or present directorships* (note 8)			
SEE ATTACHED SCHEDULE			

Name (note 3) MAURICE JOHN EDGINGTON		Business Occupation COMPANY DIRECTOR	
Previous name(s) (note 3) NONE		Nationality BRITISH	
Address (note 5) 3 ALBERT ROAD, CHELTENHAM,		Date of birth (note 9) _____	
GLOUCESTER			
	Postcode GL52 2QY		
Other relevant past or present directorships* (note 8)			
SEE ATTACHED SCHEDULE			

Name (note 3) RAYMOND EDWARD HILL		Business Occupation COMPANY DIRECTOR	
Previous name(s) (note 3) NONE		Nationality BRITISH	
Address (note 5) 43A CURBRIDGE ROAD, WITNEY, OXON.		Date of birth (note 9) _____	
	Postcode OX8 7JX		
Other relevant past or present directorships* (note 8)			
ROADCHEF LIMITED, ROADCHEF DINERS LIMITED, ROADCHEF RESTAURANTS LIMITED			

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write in
this margin

£ 1,000,000

	Number of shares	Class	Nominal value of each share
1	10,000,000	ORDINARY	£ TEN PENCE
2			£
3			£

Please complete legibly, preferably in black type, or bold block lettering.

Number	Class
--------	-------

1	2,650,000	ORDINARY
2		
3		

1	250,000	ORDINARY
2		
3		

1	2,400,000	ORDINARY
2		
3		

Amount per share		
£ TEN PENCE	2,400,000	ORDINARY
£		
£		

1	NONE	
2		
3		

LIST OF PAST

[illegible]

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preferably
type, or
lettering

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this margin

Please complete
legibly, preferably
black type, or
bold block lettering

Summary of share capital and debentures continued

Amount

Number

Class

- 6 Amount of discount on the issue of shares which has not been written off at the date of this return
7 Amount per share called up on number of shares of each class

£ NIL		
£ TEN PENCE	250,000	ORDINARY
£		
£		
£ 25,000		
£ 240,000	2,400,000	ORDINARY
£		
£		
£ NIL	NONE	
£		
£		
£ NIL		
£ NIL		
£ NIL		
	NONE	
£ NIL		
£ NIL		
£ NIL		
£ NIL	NONE	
	NONE	

3 Total amount of calls received (note 10)

9 Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash

10 Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash

11 Total amount of calls unpaid

12 Total amount of sums (if any) paid by way of commission in respect of any shares or debentures

13 Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return

14 Total number of shares of each class forfeited

15 Total amount paid (if any) on shares forfeited

16 Total amount of shares for which share warrants to bearer are outstanding

17 Total amount of share warrants to bearer issued and

ISSUED

surrendered respectively since the date of the last return

SURRENDERED

18 Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind

AND PRESENT MEMBERS (notes 11 and 12)

AND PRESENT MEMBERS (notes 11 and 12)

Account of Shares				
Number of shares or amount of stock held by existing members at date of return (note 11)	Particulars of shares transferred since the date of the last return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members (note 12)			Remarks
	Number	Date of Registration of transfer (a) (b)		
-	(9,000)		4.8.89	
-	(750)		31.7.89	
-	(1,500)		31.7.89	
-	(1,500)		18.7.89	
552,680	20,200	18.7.89		
	9,400	30.11.89		
	(13,380)	31.12.88		
	(120)	(4.1.89)		

LIST OF PAST

Folio in register ledger containing Particulars	Names and addresses	
49	CYRIL NORMAN AYDON AS NOMINEE OF THE TRUSTEES OF THE ROADCHEF PROFIT SHARING TRUST, IMPERIAL CHAMBERS, 41/47 LONGSMITH STREET, GLOS.	16
		17
		18
		19
50	M J EDGINGTON AS NOMINEE OF THE TRUSTEES OF THE ROADCHEF EMPLOYEE	20
	BENEFIT TRUST NO. 2, IMPERIAL CHAMBERS, 41/47 LONGSMITH STREET,	21
	GLOUCESTER, GL1 2HJ.	22
		23
		24
		25
		26
		27
51	DAVID ALAN WHITE, THE CORNER HOUSE, CHURCH LANE, TODDINGTON,	28
	WINCHCOMBE, GLOS.	29
		30

Notes

1. An annual return is required for every calendar year. If the company has a share capital the date of this return must be the 14th day after the date of the annual general meeting. If it does not have a share capital the date of this return must be a date not more than 42 days after the annual general meeting

2. This section should include only indebtedness in respect of charges (whenever created) of any description set out in section 396(1) of the Companies Act 1985 (in the case of English and Welsh companies) or section 410(4) of that Act (in the case of Scottish companies).

3. For an individual, his present christian name(s) and surname must be given, together with any previous christian name(s) or surname(s).

"Christian name" includes a forename. In the case of a peer or person usually known by a title different from his surname, "surname" means that title. In the case of a corporation, its corporate name must be given.

A previous christian name or surname need not be given if:—

- (a) in the case of a married woman, it was a name by which she was known before her marriage; or
- (b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or
- (c) in the case of a peer or a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it

4. Where all the partners in a firm are joint secretaries, only the firm name and its principal office need be given.

Where the secretary or one of the joint secretaries is a Scottish firm, give only the firm name and its principal office.

5. Usual residential address must be given. In the case of a corporation, give the registered or principal office.

6. Director includes any person who occupies the position of a director, by whatever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

7. If the space provided for listing directors is inadequate, a prescribed continuation sheet must be used.

8. The names must be given of all bodies corporate incorporated in Great Britain of which the director is also a director, or has been a director at any time during the preceding five years.

However a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:—

(a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such).

(b) a body corporate of which the company making the return was a wholly-owned subsidiary;

AND PRESENT MEMBERS Continued (notes 11 and 12)

AND PRESENT MEMBERS Continued (notes 11 and 12)

Account of Shares					Remarks
Number of shares or amount of stock held by existing members at date of return (note 11)	Particulars of shares transferred since the date of the last return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members (note 12)				
	Number	Date of Registration of transfer			
		(a)	(b)		
172,320	13,380	31.12.88			
	120	4.1.89			
	(20,200)	18.7.89			
	(9,400)	30.11.89			
	1,500	18.7.89			
83,500	(25,000)	28.7.89			
	(17,750)	28.7.89			
	750	31.7.89			
	1,500	31.7.89			
	9,000	4.8.89			
44,250	25,000	28.7.89			
	17,750	28.7.89			
	<u>ZERO</u>				

(c) a wholly-owned subsidiary of the company making the return; or

(d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly owned subsidiary.

9. Dates of birth need only be given if the company making the return is:—

- (a) a public company;
- (b) the subsidiary of a public company; or
- (c) the subsidiary of a public company registered in Northern Ireland

10. Include payments on application and allotment, and any sums received or shares forfeited.

11. Show all the persons currently holding shares or stock in the company at the date of the return, giving their names and addresses, the number of shares or amount of stock held, and details of all transfers since the last return or, if this is the first annual return of the company, all transfers since the company was incorporated. If more than one class of share is held please add more columns as appropriate.

Additionally, show all persons and their relevant details if they have ceased to be members since the last return was made, or if this is the first return, since the company was incorporated.

If the list of members is not in alphabetical order, an index which will enable any member to be readily located within the list must be attached to this return. If the space provided for listing members is inadequate, a prescribed continuation sheet is available.

If full details have been given on the return for either of the last two years, a company may, if it so wishes, only include in this section details relating to persons who since the date of the last return:

- (a) have become members;
- (b) have ceased to be members; or
- (c) are existing members whose holdings of stock or shares have changed.

If full details have been given on the return for either of the last two years and there have been no changes please state "No Change".

12. For consistency, it is suggested that particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the remarks column opposite the particulars of each transfer.

SCHEDULE OF DIRECTORSHIPS

C N AYDON

COMPANY

COMPANY NUMBER

Roadchef Holdings Limited

1713437

C A Management Services Limited

Chipping Norton Theatre Company Limited

Past Directorships in Last Five Years

Roadchef Limited

1123082

Roadchef (Hamilton) Limited

1123108

Roadchef (Harthill) Limited

1369011

Roadchef (Killington) Limited

1223947

Roadchef (Pont Abraham) Limited

1312661

Roadchef (Rownhams) Limited

1199977

Roadchef (Sandbach) Limited

1109095

Roadchef (Taunton) Limited

1233134

REH/lb/024/11/1/90

SCHEDULE OF DIRECTORSHIPS

T INGRAM HILL

COMPANY	COMPANY NUMBER
Roadchef Holdings Limited	1713437
Roadchef Restaurants Limited	1048954
Roadchef Limited	1123082
Roadchef (Hamilton) Limited	1123108
Roadchef (Harthill) Limited	1369011
Roadchef (Killington) Limited	1223947
Roadchef (Pont Abraham) Limited	1312661
Roadchef (Rownham) Limited	1199977
Roadchef (Sandbach) Limited	1109095
Roadchef (Taunton) Limited	1233134
Roadchef (Teddington) Limited	2108976
Roadchef Diners Limited	995478

REH/1b/7/10/88

SCHEDULE OF DIRECTORSHIPS

M J EDGINGTON

COMPANY

COMPANY NUMBER

Roadchef Holdings Limited	1713437
Roadchef Restaurants Limited	1048954
Roadchef Limited	1123082
Roadchef (Hamilton) Limited	1123108
Roadchef (Harthill) Limited	1369011
Roadchef (Killington) Limited	1223947
Roadchef (Pont Abraham) Limited	1312661
Roadchef (Rownhams) Limited	1199977
Roadchef (Sandbach) Limited	1109095
Roadchef (Taunton) Limited	1233134
Roadchef (Teddington) Limited	2108976
Roadchef Diners Limited	995478

RE:/1b/7/10/88

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COMPANIES FORM No. 363 (Cont.)

Annual return of a company (continuation)

Continuation sheet No. ONE
to Form No. 363

Company number

1,713,437

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

ROADCHEF HOLDINGS LIMITED

* Insert full name
of company

Particulars of the directors of the company continued (notes 6 and 7)

Name (note 3)

Business Occupation

Previous name(s) (note 3)

Nationality

Address (note 5)

Date of birth (note 9)

Postcode

Other relevant past or present directorships* (note 8)

* Delete if
inappropriate.
Enter particulars
of other director-
ships held or
previously held.
If this space is
insufficient continue
on back page

Name (note 3)

Business Occupation

Previous name(s) (note 3)

Nationality

Address (note 5)

Date of birth (note 9)

Postcode

Other relevant past or present directorships* (note 8)

Name (note 3)

Business Occupation

Previous name(s) (note 3)

Nationality

Address (note 5)

Date of birth (note 9)

Postcode

Other relevant past or present directorships* (note 8)

LIST OF PAST

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Account of Shares				
Number of shares or amount of stock held by existing members at date of return (note 11)	Particulars of shares transferred since the date of the last return or, in the case of the first return of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members (note 12)		Remarks	
	Number	Date of Registration of transfer (a) (b)		
-	{ 400 } { 100 }	(19.3.88) (19.3.88)	To E McVay To L. J. Barnett	
-	(750)	(14.11.88)	To EBT No 2	
750				
1,500				
1,500				
1,000				
	{ 250 } { 250 }	(19.3.88) (19.3.88)	To R Groves To T. Turnbull	
	(250)	(19.3.88)	To N Mason	
	458,250		From Various	
536,580	(95,750)	(5.7.88)	To EBT No 2	
188,420	37,500		From M A Stunell	
1,500				
	17,000		From C T Lithgow & held as temp nominee	
	750		From M E K M Edwards & held as temp nominee	
113,500	95,750		From EBT	
250	250		From A Withey	
250	250		From A Withey	
250	250		From A Withey	
400	400		From D Hansford	
100	100		From D Hansford	
2,650,000	TRANSFERS ZERO			

Particulars of other directorships held or previously held specifying the director in question (note B)

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legibly, preferably in
black type, or bold
block lettering



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